



GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

LAW DEPARTMENT

No. 4-138A087
Date MAY 17 1984
Fee \$ 10.00
ICC Washington, D.C.

May 7, 1984

RECORDATION NO. 6322-1 Filed 1475

Secretary of the Interstate
Commerce Commission
Washington, D.C. 20006

MAY 17 1984 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

RE: General American Transportation Corporation
Equipment Trust Series 68

Gentlemen:

I am counsel to GATX Corporation and General American Transportation Corporation.

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 30, 1984, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first recorded in the office of the Secretary of the Interstate Commerce Commission on September 15, 1971, under Recordation No. 6322.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said agreements are:

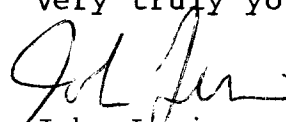
Irving Trust Company
One Wall Street
New York, New York 10015
Attention: Clyde E. Starr

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: J. R. Coulter

Handwritten signature: Dorothy H. [unclear]
Handwritten signature: J. R. Coulter

If you have any questions, feel free to call me at
(312) 621-4578.

Very truly yours,



John Levin

JL/kjp

3028F

Enclosures

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 68

RECORDATION NO. 6322-14 Filed 1425

MAY 17 1984 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 30, 1984
TO EQUIPMENT TRUST AGREEMENT DATED AS OF SEPTEMBER 15, 1971

BY AND BETWEEN

IRVING TRUST COMPANY, TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of April 30, 1984 by and between Irving Trust Company, as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of September 15, 1971 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 68, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 23, 1971, Recordation No. 6322; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

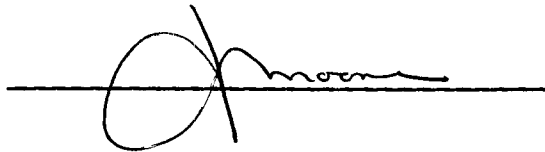
(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of April 30, 1984.

IRVING TRUST COMPANY, TRUSTEE

By: 

ATTEST:



GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: 

ATTEST:


Assistant Secretary

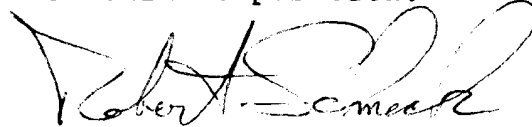
3774D

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 27th day of April 1984, before me personally appeared Clude E. Starr, to me personally known, who, being by me duly sworn, says that he is Asst. Vice Pres. of Irving Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Irving Trust Co. that said instrument was signed and sealed on behalf of said Irving Trust Co. by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

ROBERT SCHNECK
Notary Public, State of New York
No. 41-4746935
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1985

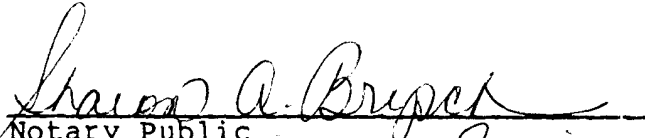
* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this April 24th 1984, before me personally appeared James R. Coulter, to me personally known, who, being by me duly sworn, said that he is Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
My commission Expires 11/14/85

3791D

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 68
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 111A100-W-1	15,800	GATX 35406.	\$18,851.00	\$31,449.00	\$ 31,449.00	7-1970	7-1970
1 Tank Car	DOT 111A100-W-1	16,000	GATX 66829.	19,476.00	32,345.00	32,345.00	3-1971	3-1971
2 Tank Cars	DOT 111A60-W-1	20,000	GATX 55280, 55285.	18,764.00	31,305.00	62,610.00	12-1970	12-1970
1 Tank Car	DOT 111A60AL-W-1	10,000	GATX 70916.	16,326.00	14,111.00	14,111.00	1-1958	1-1958
1 Tank Car	DOT 112A340-W	33,500	GATX 40845.	18,917.00	31,560.00	31,560.00	9-1970	3-1970
1 Airslide Car	LO	2,600 Cu.Ft.	GACX 43834.	10,295.00	14,460.00	14,460.00	7-1958	7-1958
1 Airslide Car	LO	2,600 Cu.Ft.	GACX 43907.	10,295.00	14,460.00	14,460.00	10-1958	1-1958
1 Airslide Car	LO	3,660 Cu.Ft.	GACX 43926.	14,233.00	19,991.00	19,991.00	8-1958	3-1958
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 47286.	18,702.00	33,564.00	33,564.00	5-1971	5-1971
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 70081.	20,102.00	29,248.00	29,248.00	7-1970	7-1970
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 70190.	20,102.00	29,248.00	29,248.00	9-1970	9-1970
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 71119.	20,771.00	30,615.00	30,615.00	6-1971	6-1971
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 71189.	20,771.00	30,615.00	30,615.00	7-1971	7-1971
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 71214.	20,771.00	30,615.00	30,615.00	8-1971	8-1971
15						\$404,891.00		

SCHEDULE 11

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 68
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 111A100-W-1	20,000	GATX 50896.	\$43,807.00	\$43,690.00	\$ 43,690.00	9-1980	9-1980
7 Tank Cars	DOT 111A60-W-1	20,000	GATX 23382-23388.	45,194.00	45,075.00	315,525.00	9-1980	9-1980
1 Tank Car	DOT 111A60-W-1	22,000	GATX 13912.	45,800.00	45,679.00	45,679.00	10-1980	10-1980
9						\$404,894.00		